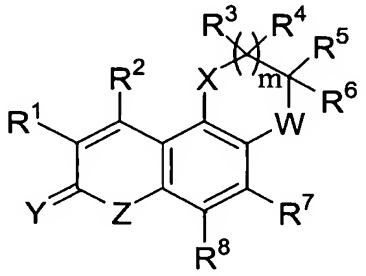
Amendments to the Claims:

Claims 1-30, 37-42, 45, 46, 49-51, 56-72 and 75-77 are pending. Claims 32-36, 43, 44, 47, 48, 52-55, 74, 74 and 80-107 are cancelled without prejudice or disclaimer. Claims 1-7, 9, 11-18, 20, 21, 23-31, 39, 41, 45, 49-51, 56-58, 60-72 and 76 are amended. This listing of claims will replace all prior versions, and listings, of claims in the application:

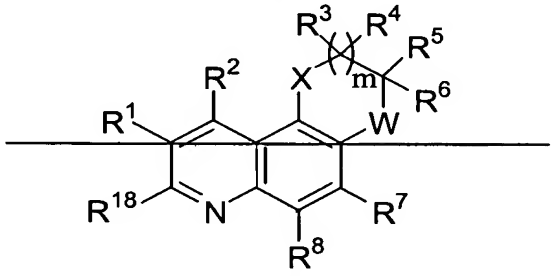
Listing of Claims:

1. (Currently amended) A compound having the formula:



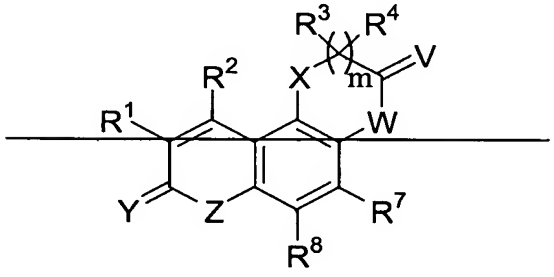
(I)

~~OR~~



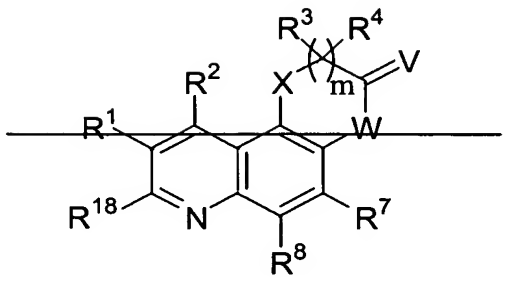
~~(II)~~

~~OR~~



~~(III)~~

~~OR~~



~~(IV)~~

wherein:

R^1 is selected from the group consisting of hydrogen, F, Cl, Br, I, NO_2, OR^9, $NR^{10}R^{11}$, $S(O)_nR^9$, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl;

R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3, CF_2Cl, CF_2H, CFH_2, CF_2OR^9, CH_2OR^9, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl;

R^3 and R^4 each independently is selected from the group consisting of hydrogen, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, $C(Y)OR^{11}$, $C(Y)NR^{10}R^{11}$, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl; or

R^3 and R^4 taken together form a three to eight membered saturated or unsaturated carbocyclic or heterocyclic ring; or

R^3 and R^5 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or

R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or

R^3 and R^{13} taken together form a three to eight membered saturated or unsaturated heterocyclic ring;

R^5 and R^6 each independently is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl; or

R^5 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or

R^5 and R^{13} taken together form a three to eight membered saturated or unsaturated heterocyclic ring; or

R^6 and R^{13} taken together form a three to eight membered saturated or unsaturated heterocyclic ring;

R^7 is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$;

R^8 is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$;

R^9 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R^{10} is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl, CO_2R^{12}, $C(O)R^{12}$, SO_2R^{12} and $S(O)R^{12}$;

R^{11} and R^{12} each independently is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R^{13} is selected from the group consisting of optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally

substituted $C_2 - C_8$ alkenyl, optionally substituted $C_2 - C_8$ alkynyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl;

~~R^{16} is selected from the group of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, COR^{17}, CO_2R^{17} and $CONR^{12}R^{17}$;~~

~~R^{17} is selected from the group of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl and $C_1 - C_8$ heteroalkyl;~~

~~R^{18} is selected from the group of hydrogen, F, Br, Cl, I, CN, $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, , OR^{16}, $NR^{16}R^{17}$, SR^{16}, CH_2R^{16}, SOR^{17} and SO_2R^{17};~~

~~R^{19} is selected from the group of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_2 - C_8$ alkenyl, optionally substituted $C_2 - C_8$ alkynyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl;~~

m is selected from the group consisting of 0, 1 and 2;

n is selected from the group consisting of 0, 1 and 2;

~~V is selected from the group of O and S;~~

W is selected from the group consisting of ~~O,~~ $S(O)_n$, NH, $N\{R^{13}\}$, $N\{C(Y)R^{11}\}$ and $N\{SO_2R^{11}\}$;

X and Z each independently is selected from the group consisting of O, ~~$S(O)_n$,~~ NH, $N\{R^{11}\}$, $N\{C(Y)R^{11}\}$, $N\{SO_2R^{12}\}$ and $N\{S(O)R^{12}\}$; and

Y is ~~selected from the group of O, S, $N\{R^{19}\}$ and $N\{OR^{19}\}$~~;

and pharmaceutically acceptable salts thereof.

2. (Currently amended) A compound according to claim 1, wherein R^1 is selected from the group consisting of hydrogen, F, Cl, OR^9, $NR^{10}R^{11}$, $S(O)_nR^9$, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

3. (Currently amended) A compound according to claim 2, wherein R^1 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

4. (Currently amended) A compound according to claim 3, wherein R^1 is selected from the group consisting of hydrogen, F and optionally substituted $C_1 - C_4$ alkyl.

5. (Currently amended) A compound according to claim 1, wherein R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3, CF_2Cl, CF_2H, CFH_2, CF_2OR^9, CH_2OR^9, OR^9, $S(O)_nR^9$, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

6. (Currently amended) A compound according to claim 5, wherein R^2 is selected from the group consisting of hydrogen, F, Cl, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

7. (Currently amended) A compound according to claim 6, wherein R^2 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_2$ alkyl, optionally substituted $C_1 - C_2$ haloalkyl and optionally substituted $C_1 - C_2$ heteroalkyl.

8. (Original) A compound according to claim 7, wherein R^2 is CF_3.

9. (Currently amended) A compound according to claim 1, wherein

R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$; or

R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring.

10. (Original) A compound according to claim 9, wherein R^3 and R^6 taken together form a four to six membered saturated or unsaturated carbocyclic ring.

11. (Currently amended) A compound according to claim 9, wherein R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

12. (Currently amended) A compound according to claim 1, wherein R^6 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

13. (Currently amended) A compound according to claim 12, wherein R^6 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl, optionally substituted $C_1 - C_4$ heteroalkyl, optionally substituted $C_2 - C_4$ alkynyl and optionally substituted $C_2 - C_4$ alkenyl.

14. (Currently amended) A compound according to claim 13, wherein R^6 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

15. (Currently amended) A compound according to claim 12, wherein R^6 is selected from the group consisting of optionally substituted aryl, optionally substituted arylalkyl and optionally substituted heteroaryl.

16. (Currently amended) A compound according to claim 1, wherein R^5 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl, optionally substituted $C_2 - C_6$ alkenyl.

17. (Currently amended) A compound according to claim 16, wherein R^5 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl and optionally substituted $C_1 - C_6$ heteroalkyl.

18. (Currently amended) A compound according to claim 17, wherein R^5 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

19. (Original) A compound according to claim 18, wherein R^5 is hydrogen or CF_3.

20. (Currently amended) A compound according to claim 1, wherein R^7 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

21. (Currently amended) A compound according to claim 1, wherein R^8 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

22. (Original) A compound according to claim 21, wherein R^7 and R^8 are each hydrogen or optionally substituted $C_1 - C_2$ alkyl.

23. (Currently amended) A compound according to claim 1, wherein R^9 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl and optionally substituted $C_1 - C_6$ heteroalkyl.

24. (Currently amended) A compound according to claim 23, wherein R^9 is selected from the group consisting of hydrogen and optionally substituted $C_1 - C_4$ alkyl.

25. (Currently amended) A compound according to claim 1, wherein R^{10} is selected from the group consisting of hydrogen, $S(O)R^{12}$, SO_2R^{12}, $C(O)R^{12}$, CO_2R^{12}, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl and optionally substituted $C_1 - C_6$ heteroalkyl.

26. (Currently amended) A compound according to claim 25, wherein R^{10} is selected from the group consisting of hydrogen, $S(O)R^{12}$, SO_2R^{12}, $C(O)R^{12}$ and CO_2R^{12}.

27. (Currently amended) A compound according to claim 1, wherein R^4 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

28. (Currently amended) A compound according to claim 27, wherein R^4 is selected from the group consisting of hydrogen and optionally substituted $C_1 - C_2$ alkyl.

29. (Currently amended) A compound according to claim 1, wherein R^{13} is selected from the group consisting of CF_3, CF_2Cl, CF_2H, CFH_2, CH_2CF_3, CH_2CF_2Cl, CH_2CCl_2F, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_3 - C_6$ cycloalkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkenyl, optionally substituted $C_2 - C_6$ alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl; or

R^6 and R^{13} taken together form a five to seven membered saturated or unsaturated heterocyclic ring.

30. (Currently amended) A compound according to claim 29, wherein R^{13} is selected from the group consisting of CF_3, CF_2Cl, CF_2H, CFH_2, CH_2CF_3, CH_2CF_2Cl, CH_2CCl_2F, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl, optionally

substituted $C_1 - C_4$ heteroalkyl, optionally substituted $C_2 - C_4$ alkenyl and optionally substituted aryl; or

R^6 and R^{13} taken together form a five to six membered saturated or unsaturated heterocyclic ring.

31. (Currently amended) A compound according to claim 30, wherein R^{13} is selected from the group consisting of CF_3, CF_2Cl, CF_2H, CFH_2, CH_2CF_3, CH_2CF_2Cl, CH_2CCl_2F, methyl, ethyl, propyl, isopropyl, isobutyl, cyclopropylmethyl, allyl; or

R^6 and R^{13} taken together form a five membered saturated or unsaturated heterocyclic ring.

Claims 32 – 36 (Cancelled).

37. (Original) A compound according to claim 1, wherein m is 0 or 1.

38. (Original) A compound according to claim 37, wherein m is 1.

39. (Currently amended) A compound according to claim 1, wherein W is selected from the group consisting of NH, $N\{R^{13}\}$, $N\{C(Y)R^{11}\}$ and $N\{SO_2R^{11}\}$.

40. (Original) A compound according to claim 39, wherein W is NH or $N\{R^{13}\}$.

41. (Currently amended) A compound according to claim 1, wherein X is selected from the group consisting of O, ~~S,~~ NH and $N\{R^{11}\}$.

42. (Currently amended) A compound according to claim 41, wherein X is O ~~or S~~.

43. (Canceled)

44. (Canceled)

45. (Currently amended) A compound according to claim 1, wherein Z is selected from the group consisting of NH, $N\{R^{11}\}$ and O.

46. (Original) A compound according to claim 45, wherein Z is NH or $N\{R^{11}\}$.

47. (Canceled)

48. (Canceled)

49. (Currently amended) A compound according to claim 1, wherein:

R^1 is selected from the group consisting of hydrogen, F, Cl, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl;

R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3, CF_2Cl, CF_2H, CFH_2, CF_2OR^9, CH_2OR^9, OR^9, $S(O)_nR^9$, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl;

R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$; or

R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring;

R^5 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl;

R^6 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl; or

R^6 and R^{13} taken together form a five to seven membered saturated or unsaturated heterocyclic ring.

50. (Currently amended) A compound according to claim 49, wherein:

R^7 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl;

R^8 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl; and

R^{13} is selected from the group consisting of CF_3, CF_2Cl, CF_2H, CFH_2, CH_2CF_3, CH_2CF_2Cl, CH_2CCl_2F, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_3 - C_6$ cycloalkyl, optionally substituted $C_2 - C_6$ alkenyl, optionally substituted $C_2 - C_6$ alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl; or

R^6 and R^{13} taken together form a five to seven membered saturated or unsaturated heterocyclic ring. ~~ring; and~~

~~R^{18} is selected from the group of hydrogen, F, Cl, OR^{16}, SR^{16}, $NR^{16}R^{17}$, C_1 – C_4 alkyl, and optionally substituted C_1 – C_4 haloalkyl~~.

51. (Currently amended) A compound according to claim 50, wherein:

m is 0 or 1;

W is selected from the group consisting of NH, N{R^{13}}, N{C(Y)R^{11}} and N{SO_2R^{11}};

X is selected from the group consisting of O, S, NH and N{R^{11}};

~~Y is O or S;~~ and

Z is selected from the group consisting of NH, N{R^{11}} and O.

Claims 52 – 55 (Cancelled).

56. (Currently amended) A compound ~~according to claim 1, wherein said compound~~ is selected from the group consisting of:

(3*R*)-2,3,4,7-Tetrahydro-3-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3,4-dimethyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-4-Ethyl-2,3,4,7-tetrahydro-3-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-methyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-methyl-4-propyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-4-Allyl-2,3,4,7-tetrahydro-3-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-4-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-3,4-Diethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2-Chloro-2,2-difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2,2-Difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-4-propyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one ;

(3*R*)-4-Allyl-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-4-isobutyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R/S*)-2,3,4,7-Tetrahydro-3-propyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R/S*)-2,3,4,7-Tetrahydro-4-methyl-3-propyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino-[2,3-*f*]quinolin-8-one;

(3*R/S*)-4-Ethyl-2,3,4,7-tetrahydro-3-propyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R/S*)-2,3,4,7-Tetrahydro-3-propyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-isopropyl-4-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino-[2,3-*f*]quinolin-8-one;

(3*R*)-4-Ethyl-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino-[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-isopropyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2-Chloro-2,2-difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2,2-Difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-Allyl-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino-[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-phenyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-phenyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R)*-4-Cyclopropylmethyl-2,3,4,7-tetrahydro-3-phenyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-3-Benzyl-2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

2,3,4,7-Tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(7a*R*,10a*S*)-7,7a,8,9,10,10a-Hexahydro-1-(trifluoromethyl)-7-(2,2,2-trifluoroethyl)-4*H*-cyclopenta[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(7a*R*,10a*S*)-7-Ethyl-7,7a,8,9,10,10a-hexahydro-1-(trifluoromethyl)-4*H*-cyclopenta-[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(7a*R*,10a*S*)-7,7a,8,9,10,10a-Hexahydro-3-isopropoxy-1-(trifluoromethyl)-7-(2,2,2-trifluoroethyl)-4*H*-cyclopenta[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(±)-(2*S*,3*R*)-2,3,4,7-Tetrahydro-2,3-dimethyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(6a*R*)-6a,7,8,9 -Tetrahydro-4-(trifluoromethyl)-1*H*,6*H*-pyrrolo[1',2':4,5][1,4]-oxazino[2,3-*f*]quinolin-2-one_;

2,3,4,7-Tetrahydro-2,2,4-trimethyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-8-Chloro-3-ethyl-3,4-dihydro-8-isopropoxy-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-2*H*-[1,4]oxazino[2,3-*f*]quinoline;

(3*R*) -3-Ethyl-3,4-dihydro-8-isopropoxy-8-methoxy-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-2*H*-[1,4]oxazino[2,3-*f*]quinoline;

(±)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(–)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(+)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(±)-2,3,4,7-Tetrahydro-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(±)-2,3,4,7-Tetrahydro-4-methyl-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(±)-4-Ethyl-2,3,4,7-tetrahydro-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(±)-2,3,4,7-Tetrahydro-3,4-bis(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(-)-2,3,4,7-Tetrahydro-3,4-bis(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(+)-2,3,4,7-Tetrahydro-3,4-bis(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(±)-4-Cyclopropylmethyl-2,3,4,7-tetrahydro-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-Cyclopropylmethyl-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2-Chloroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(±)-2,3,4,7-Tetrahydro-2-methyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-3-Ethyl-4-(2-hydroxy-2-methylpropyl)-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one; ~~and~~

(3*R*)-2,3,4,7-Tetrahydro-3-isobutyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one; and

a pharmaceutically acceptable salt thereof.

57. (Currently amended) A compound ~~according to claim 1, wherein said compound~~ ~~is~~ selected from the group consisting of:

(3*R*)-2,3,4,7-Tetrahydro-3-methyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2-Chloro-2,2-difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2,2-Difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-isopropyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2-Chloro-2,2-difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-(2,2-Difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(7a*R*,10a*S*)-7-Ethyl-7,7a,8,9,10,10a-hexahydro-1-(trifluoromethyl)-4*H*-cyclopenta[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(7a*R*,10a*S*)-7,7a,8,9,10,10a-Hexahydro-1-(trifluoromethyl)-7-(2,2,2-trifluoroethyl)-4*H*-cyclopenta[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(±)-(2*S*,3*R*)-2,3,4,7-Tetrahydro-2,3-dimethyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

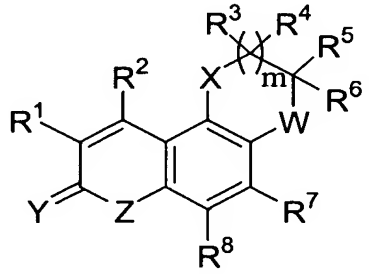
(±)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(–)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(+)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one; and

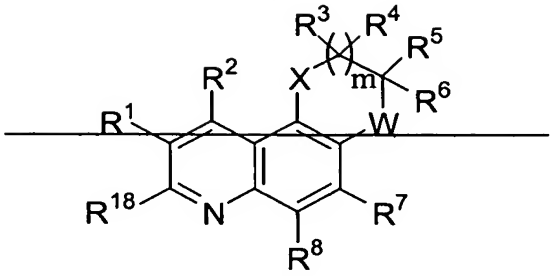
a pharmaceutically acceptable salt thereof.

58. (Currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula:



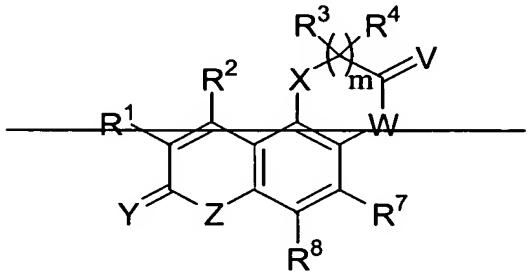
(I)

~~OR~~



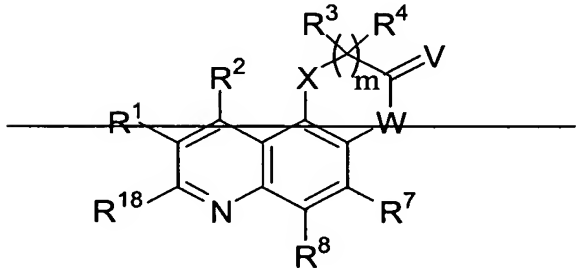
~~(II)~~

~~OR~~



~~(III)~~

~~OR~~



~~(IV)~~

wherein:

R^1 is selected from the group consisting of hydrogen, F, Cl, Br, I, NO_2, OR^9, $NR^{10}R^{11}$, $S(O)_nR^9$, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl;

R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3, CF_2Cl, CF_2H, CFH_2, CF_2OR^9, CH_2OR^9, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, optionally substituted $C_1 - C_8$ alkyl,

optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl;

R^3 and R^4 each independently is selected from the group consisting of hydrogen, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, $C(Y)OR^{11}$, $C(Y)NR^{10}R^{11}$, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl; or

R^3 and R^4 taken together form a three to eight membered saturated or unsaturated carbocyclic or heterocyclic ring; or

R^3 and R^5 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or

R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or

R^3 and R^{13} taken together form a three to eight membered saturated or unsaturated heterocyclic ring;

R^5 and R^6 each independently are selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_8$ alkynyl and optionally substituted $C_2 - C_8$ alkenyl; or

R^5 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or

R^5 and R^{13} taken together form a three to eight membered saturated or unsaturated heterocyclic ring; or

R^6 and R^{13} taken together form a three to eight membered saturated or unsaturated heterocyclic ring;

R^7 is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ optionally substituted heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$;

R^8 is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR^9, $S(O)_nR^9$, $NR^{10}R^{11}$, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$;

R^9 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R^{10} is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl, CO_2R^{12}, $C(O)R^{12}$, SO_2R^{12} and $S(O)R^{12}$;

R^{11} and R^{12} each independently is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R^{13} is selected from the group consisting of optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_2 - C_8$ alkenyl, optionally substituted $C_2 - C_8$ alkynyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl;

~~R^{16} is selected from the group of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, COR^{17}, CO_2R^{17} and $CONR^{12}R^{17}$;~~

~~R^{17} is selected from the group of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl and optionally substituted $C_1 - C_8$ heteroalkyl;~~

~~R^{18} is selected from the group of hydrogen, F, Br, Cl, I, CN, $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, , OR^{16}, $NR^{16}R^{17}$, SR^{16}, CH_2R^{16}, SOR^{17} and SO_2R^{17};~~

~~R^{19} is selected from the group of hydrogen, optionally substituted $C_1 - C_8$ alkyl, optionally substituted $C_1 - C_8$ haloalkyl, optionally substituted $C_1 - C_8$ heteroalkyl, optionally substituted $C_2 - C_8$ alkenyl, optionally substituted $C_2 - C_8$ alkynyl, optionally substituted $C_3 - C_8$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl;~~

m is selected from the group consisting of 0, 1 and 2;

n is selected from the group consisting of 0, 1 and 2;

~~V is selected from the group of O and S;~~

W is selected from the group consisting of ~~O,~~ $S(O)_n$, NH, $N\{R^{13}\}$, $N\{C(Y)R^{11}\}$ and $N\{SO_2R^{11}\}$;

X and Z each independently is selected from the group consisting of O, ~~$S(O)_n$,~~ NH, $N\{R^{11}\}$, $N\{C(Y)R^{11}\}$, $N\{SO_2R^{12}\}$ and $N\{S(O)R^{12}\}$; and

Y is ~~selected from the group of O, S, $N\{R^{19}\}$ and $N\{OR^{19}\}$~~;

and pharmaceutically acceptable salts thereof.

59. (Original) A pharmaceutical composition according to claim 58, wherein said composition is suitable for enteral, parenteral, suppository or topical administration.

60. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^1 is selected from the group consisting of hydrogen, F, Cl, OR^9, $NR^{10}R^{11}$, $S(O)_nR^9$, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

61. (Currently amended) A pharmaceutical composition comprising a compound according to claim 1, wherein R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3, CF_2Cl, CF_2H, CFH_2, CF_2OR^9, CH_2OR^9, OR^9, $S(O)_nR^9$, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

62. (Currently amended) A pharmaceutical composition according to claim 59, wherein

R^1 is selected from the group consisting of hydrogen, F and optionally substituted $C_1 - C_4$ alkyl; and

R^2 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_2$ alkyl, optionally substituted $C_1 - C_2$ haloalkyl and optionally substituted $C_1 - C_2$ heteroalkyl.

63. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$; or

R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring.

64. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^6 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

65. (Currently amended) A pharmaceutical composition according to claim 64, wherein R^6 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl, optionally substituted $C_1 - C_4$ heteroalkyl, optionally substituted $C_2 - C_4$ alkynyl and optionally substituted $C_2 - C_4$ alkenyl.

66. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^5 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

67. (Currently amended) A pharmaceutical composition according to claim 66, wherein R^5 is selected from the group consisting of hydrogen, CF_3, CF_2Cl, CF_2H, CFH_2, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

68. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^7 and R^8 each independently is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

69. (Currently amended) A pharmaceutical composition according to claim 58, wherein

R^9 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, and optionally substituted $C_1 - C_6$ heteroalkyl; and

R^{10} is selected from the group consisting of hydrogen, $S(O)R^{12}$, SO_2R^{12}, $C(O)R^{12}$, CO_2R^{12}, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl and optionally substituted $C_1 - C_6$ heteroalkyl.

70. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^4 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

71. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^{13} is selected from the group consisting of CF_3, CF_2Cl, CF_2H, CFH_2, CH_2CF_3, CH_2CF_2Cl, CH_2CCl_2F, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkenyl, optionally substituted $C_2 - C_6$ alkynyl, optionally substituted $C_3 - C_6$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl; or

R^6 and R^{13} taken together form a five to seven membered saturated or unsaturated heterocyclic ring.

72. (Currently amended) A pharmaceutical composition according to claim 71, wherein R^{13} is selected from the group consisting of CF_3, CF_2Cl, CF_2H, CFH_2, CH_2CF_3, CH_2CF_2Cl, CH_2CCl_2F, methyl, ethyl, propyl, isopropyl, isobutyl, cyclopropylmethyl, and allyl; or

R^6 and R^{13} taken together form a five membered saturated or unsaturated heterocyclic ring.

73. (Canceled)

74. (Canceled)

75. (Original) A pharmaceutical composition according to claim 58, wherein m is 0 or 1.

76. (Currently amended) A pharmaceutical composition according to claim 58, wherein

W is selected from the group consisting of NH, $N\{R^{13}\}$, $N\{C(Y)R^{11}\}$ and $N\{SO_2R^{11}\}$; and

X is selected from the group consisting of O, ~~S,~~ NH and $N\{R^{11}\}$.

77. (Currently amended) A pharmaceutical composition according to claim 58, wherein ~~Y is O or S; and~~

Z is selected from the group consisting of NH, $N\{R^{11}\}$ and O.

Claims 78 – 107 (Cancelled).